



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
PRIVATE LIMITED COMPANY**

Company No. 6706042

The Registrar of Companies for England and Wales hereby certifies that

**ACTION DEAFNESS**

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House on **24th September 2008**



**\*N06706042C\***



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES



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COMPANIES HOUSE

THE COMPANIES ACT 1985 and 2006

COMPANY LIMITED BY GUARANTEE

AND NOT HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

ACTION DEAFNESS

1 The name of the Company is 'Action Deafness' (hereinafter called "the Company")

2 The registered office of the Company will be situated in England and Wales

3 The objects of the Company shall be

Create a society where we have shared understanding between Deaf, Deafened, Deafblind, Hard of Hearing and Hearing people, and where communication is seamless, thereby promoting such purposes as are charitable according to the law of England and Wales for its beneficiaries in Leicester, Leicestershire, Rutland, East Midlands & The United Kingdom by

- a) Improving quality of life by promoting independence and equality of opportunity for Deaf, Deafened, Deafblind and Hard of Hearing people,
- b) Promoting effective communication and improving access to services,
- c) Increasing the status and participation of deaf and hard of hearing people from diverse backgrounds,
- d) Providing specialist support, learning and community services

4 In furtherance of the above objects, but not otherwise, the Company may have the following powers

- a) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property and any other rights or privileges which the Company may think necessary for the promotion of its objects,
- b) To construct, maintain and alter any buildings or erections which the Company may think necessary for the promotion of its objects,
- c) To publish books, pamphlets, reports, leaflets, journals, audio tapes, video tapes, films and instructional matter and to run lectures, seminars, conferences and courses,
- d) To obtain, collect and receive money and funds by way of contributions, donations, endowments, sponsorship fees, subscriptions and legacies from persons desiring to promote the Company's objects or any of them and to hold funds in trust for same,
- e) Subject to such consents, if any, as may be required by law, to borrow or raise money for the Company on such terms and on such security as may be thought fit,
- f) To establish and support or aid in the establishment and support or to amalgamate with any other charitable institutions or associations and to subscribe or guarantee money for charitable purposes in any way connected with the purposes of the Company or calculated to further its objects,

- g) To undertake and execute any charitable trusts which may be lawfully undertaken by the Company and may be necessary to its objects,
- h) To invest the monies of the Company not immediately required for its own purposes in or upon such investments, securities or property as may be thought fit, subject nevertheless to such conditions (if any) and such consents (if any) as for the time being may be imposed or required by law and subject also as hereinafter provided,
- i) To sell, improve, develop, exchange, let on rent, royalty or otherwise and in any manner deal with or dispose of all or any of property and assets for the time being of the Company subject to the provisions of this Memorandum of Association,
- j) To engage or employ such personnel (not being members of its Board), whether as employees, consultants or advisers, as may be required for the promotion of the objects of the Company,
- k) To open and operate bank accounts and other facilities for banking in the name of the Company,
- l) To enter into any contracts with statutory, voluntary or other bodies as are considered necessary or convenient for the achievement of the Company's objects,
- m) To raise funds and invite and receive contributions from any person and persons whatsoever by way of subscription and otherwise provided that the Company shall not undertake any substantial permanent trading activities in raising funds for the said objects,
- n) To provide indemnity insurance to cover the liability of the members of the Board, (i) which by virtue of any rule of law would otherwise attach to them in respect of any negligence, default, breach of Trust or breach of duty of which they may be guilty in relation to the Company, (ii) to make contributions to the assets of the Company in accordance with the provisions of section 214 of the Insolvency Act 1986 Provided that any such insurance in the case of (i) above shall not extend to any claim arising from any act or omission which the members of the Board knew to be a breach of trust or breach of duty or which was committed by the members of the Board in reckless disregard of whether it was a breach of trust or breach of duty or not and provided also that any insurance shall not extend to the costs of an unsuccessful defence to a criminal prosecution brought against the Board in their capacity as directors of the company and in the case of (ii) shall not extend to any liability to make such a contribution, where the basis of the Board member's liability in her/his knowledge prior to the insolvent liquidation of the Company (or reckless failure to acquire that knowledge) that there was no reasonable prospect that the Company would avoid going into insolvent liquidation
- o) To do all such other lawful things as may be necessary for the attainment of the above objects or any of them
- p) To own the intellectual copyright, including ownership of such things as written material and the web site, PROVIDED THAT
- q) In case the Company shall take or hold any property which may be subject to any trusts, the Company shall only deal with or invest the same in such manner as allowed by law, having regard to such trusts,
- r) The objects of the Company shall not extend to the regulation of relations between workers and employers or organisations of workers and organisations of employers

5 In carrying out its objects the Company shall seek to ensure equality of opportunity for all sections of the community in its own affairs and in access to facilities provided by the Company

6 The income and property of the Company shall be applied solely towards the promotion of its objects set out in this Memorandum of Association, and no portion shall be transferred directly or indirectly by way of dividend, bonus, or otherwise whatsoever

by way of profit to the members of the Company, PROVIDED THAT nothing shall prevent any payment in good faith by the Company

- a) Of the usual professional charges for business done by any Board member who is a solicitor, accountant or other person engaged in a profession, or by any partner of her or his, when instructed by the Company to act in a professional capacity on its behalf Provided that at no time shall a majority of the Board benefit under this provision and that a Board member shall withdraw from any meeting at which her or his appointment or remuneration, or that of her or his partner, is under discussion, and provided also that nothing shall authorise a Board member or her/his firm to act as auditor to the Company
- b) Of interest on money lent by any member of the Company (or of its Board) at a rate per annum not exceeding 2 per cent below the base lending rate of the Company's bankers from time to time,
- c) Of reasonable and proper rent for premises demised or let by any member of the Company (or of its Board),
- d) Of fees, remuneration or other benefits in money or money's worth to a company of which a member of the Board may be a member holding not more than 1/100th part of the capital of the company,
- e) Of grants, loans, donations or any other kind of financial assistance to any individual, organisation, firm, company, society or statutory authority which is a member of the Company or of its Board or is represented on the Board provided that any such assistance is in respect of charitable activities in furtherance of the objects of the Company,
- f) Of payment of any premium in respect of any insurance as permitted by clause 4(n),
- g) To any member of the Board in respect of reasonable out-of-pocket expenses

7 The liability of the members is limited

8 Every member of the Company undertakes to contribute to the assets of the Company in the event of the same being wound up during the time s/he is a member, or within one year afterwards, for the payments of the debts and liabilities of the Company contracted before the time at which s/he ceases to be a member and of the costs, charges and expenses of winding up the same, and for the adjustments of the rights of the contributors among themselves such amount as may be required not exceeding one pound

9 In the event of the winding up or dissolution of the Company, after the satisfaction of all its debts and liabilities, the assets remaining shall not be distributed amongst the members of the Company, but shall be transferred in the furtherance of its objects to some other charitable institution or institutions active in the Company's area of benefit and having objects similar to or compatible with any of the objects of the Company as may be determined by a General Meeting at the time of or prior to the winding up or dissolution of the Company

10 No such addition, alteration or amendment shall be made to or in the provisions of the Memorandum or Articles of Association for the time being in force as shall cause the Company to cease to be a charity in law or to be a company to which section 30 of the Companies Act 1985 does not apply

Name and Address of Subscribers

Craig Crowley - Company Secretary  
c/o Action Deafness  
135 Welford Road  
Leicester LE2 6BE

*Craig Crowley*

Date 16/9/08

Graham Smith  
Home address

*Graham Smith*

Date 16.09.08.

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*David Mumford*  
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Date 16.9.08

~~Nicky Rennie  
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~~*Nicky Rennie*~~

~~Date 16.09.08~~

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*P.A. Carr*

Date 16.9.08.

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Walter Burleigh  
Home address

*Walter Burleigh*

Date 16.09.08

Colin Henson  
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*Colin Henson*

Date 16/9/08

Witness to the above signatures

PETER SKILSTON 16/8/08

*Peter Skilston* Russel James 16/9/08

Wendy Sly

Home Address: 116 VALENCE RD  
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Date: 16/9/08

WITNESS ADDRESSES

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THE COMPANIES ACT 1985 and 2006  
COMPANY LIMITED BY GUARANTEE  
AND NOT HAVING A SHARE CAPITAL  
ARTICLES OF ASSOCIATION OF  
ACTION DEAFNESS

(As adopted on 30th June 2008)

1. General

- 1.1 In these Articles unless the context otherwise requires, the following expressions shall have the following meanings

Words	Meanings
"the 2006 Act"	means the Companies Act 2006 including any statutory modifications or re-enactment thereof for the time being in force,
"the 1985 Act"	means the Companies Act 1985 including any statutory modifications or re-enactment thereof for the time being in force,
the Articles"	means the Articles of Association of the Company,
"the Commission"	means the Charity Commission for England and Wales,
"the Company"	means the Company regulated by these Articles,
"the Board"	means the Board of Directors of the company,
"Director"	means a member of the Board The directors are charity trustees as defined by section 97 of the Charities Act 1933,
"Memorandum"	means the Memorandum of Association of the Company,
"Secretary"	means the Secretary of the company or any other person appointed to perform the duties of the Secretary including a joint, assistant or deputy Secretary, and
"the United Kingdom"	means Great Britain and Northern Ireland

- 1.2 Words importing the singular member only shall include the plural and vice versa

- 1.3 Words importing the masculine gender only shall include the feminine gender and vice versa

- 1 4 Words importing persons shall include bodies corporate, unincorporated associations and partnerships

Subject as aforesaid any words or expressions defined in the 1985 Act or 2006 Act as applicable or any statutory modification thereof in force at the date on which these Articles become binding on the Company shall if not inconsistent with the subject or context bear the same meanings in these Articles

## 2. Members

- 2 1 The members of the Company shall be the Directors of the Company
- 2 2 No person shall be admitted to membership of the Company unless he is first approved by the Board. Every person who wishes to become a member shall deliver to the Company an application for membership in such form as the Board shall require to be executed
- 2 3 Every such applicant shall either sign the written consent to become a member or sign the register of members as a member on becoming a member. A member must be a natural person
- 2 4 When the Board shall have resolved to admit any applicant to membership, the Secretary shall forthwith notify the applicant of his admission to membership by notice in writing to the address given on his application for membership. If the Directors refuse an application, they must inform the applicant in writing of the reasons for refusal within twenty-one days of the decision. The Directors' decision shall be final
- 2 5 The privileges of a member shall not be transferable and every member shall cease to be a member on the happening of any of the following events
- 2 5 1 if he shall die, or
- 2 5 2 the member resigns by written notice to the Board unless, after the resignation there would be less than two members, or
- 2 5 3 any debt due from the member is not paid in full within six months of its falling due
- 2 6 The Board shall be entitled to suspend or expel from membership any person on the grounds of misconduct, in relation either to the Company, its property or its members, or of conduct likely to prove prejudicial to the good standing of the Company or to the attainment of its objects. A member whose suspension or expulsion is to be decided upon at a meeting of the Board shall be entitled to not less than seven days' clear notice of that meeting, stating the case made against him. Such member shall be entitled to attend and speak at the meeting stating the case made against him. Such member shall be entitled to attend and speak at the meeting at any time throughout the period during which his membership is discussed but shall withdraw prior to voting notwithstanding that he himself is a member of the Board. A resolution under this provision shall not be effective unless passed by a majority of not less than two thirds of the Board present and voting. The decision of the Board shall be final

### 3. General Meetings

- 3 1 The Company shall not be required to hold an annual general meeting
- 3 2 The Board may call a general meeting at any time. If at any time there are not within the United Kingdom sufficient members of the Board capable of acting to form a quorum, any member of the Board may convene a general meeting in the same manner as nearly as possible as that in which meetings may be convened by the Board
- 3 3 The minimum period of notice required to hold a general meeting of the Company is fourteen clear days for all general meetings
- 3 4 A general meeting may be called by shorter notice if it is so agreed by a majority in number of the members having a right to attend and vote at the meeting who together hold not less than 95 per cent of the total voting rights
- 3 5 The notice must specify the date, time and place of the meeting, and the general nature of the business to be transacted
- 3 6 In accordance with section 325(1) of the 2006 Act, in every notice calling a meeting of the Company there shall appear with reasonable prominence a statement that
  - 3 5 1 a member entitled to attend and vote is entitled to appoint one or multiple proxies to attend, speak and vote instead of him/her,
  - 3 5 2 in the event that a member wishes to appoint multiple proxies, the member may not appoint more than one proxy per share in the Company held by the member, and
  - 3 5 3 a proxy need not also be a member
- 3 6 The notice must be given to the members and Directors and to the auditors
- 3 7 The proceeding at a meeting shall not be invalidated because a person who was entitled to receive notice of the meeting, did not receive it because of an accidental omission by the Company

### 4 Proceedings at General Meetings

- 4 1 No business shall be transacted at any general meeting unless a quorum of members is present when the meeting proceeds to business
- 4 2 A quorum is forty (40) per cent of the members on the register at that time, including a proxy for a member or a duly authorised representative of a corporation, rounded down to the nearest whole number
- 4 3 If within half an hour from the time appointed for the holding of a general meeting a quorum is not present, or if during the meeting a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be adjourned to such a time and place as the Directors shall determine



- 4 4 The Directors must reconvene the meeting and must give at least seven clear days' notice of the reconvened meeting stating the date, time and place of the meeting
- 4 5 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting, the members present at that time will constitute the quorum for that meeting
- 4 6 General meetings shall be chaired by the person who has been appointed to chair meetings of the Directors
- 4 7 If there is no such person or if he is not present within fifteen minutes of the time appointed for the meeting, the members present and entitled to vote must choose one of their number to chair the meeting
- 4 8 Any Director shall be entitled to attend and speak at any general meeting
- 4 9 The members present at a meeting may resolve by ordinary resolution that the meeting shall be adjourned
- 4 10 The person who is chairing the meeting must decide the date, time and place of at which the meeting is to be reconvened unless those details are specified in the resolution
- 4 11 No business shall be conducted at the reconvened meeting unless it could properly have been conducted at the meeting had the adjournment not taken place
- 4 12 If a meeting is adjourned by a resolution of the members for more than seven days, at least seven clear days' notice shall be given of the reconvened meeting stating the date, time and place of the next meeting
- 4 13 Whenever a meeting is adjourned for thirty days or more, notice of the adjourned meeting shall be given in the same manner as in the case of an original meeting
- 4 14 Any vote at the meeting shall be decided by a show of hands unless before, or on the declaration of the result of, the show of hands, a poll is demanded
  - 4 14 1 by the person chairing the meeting, or
  - 4 14 2 by at least two members having the right to vote at the meeting, or
  - 4 14 3 by a member or members representing not less than one tenth of the total voting rights of all members having the right to vote at the meeting,and a demand by a person as a proxy for a member shall be the same as a demand by the member
- 4 15 The declaration by the person who is chairing the meeting of the result of a vote shall be conclusive unless a poll is demanded. The result of the vote must be recorded in the minutes but the number and proportion of votes cast need not be recorded
- 4 16 A demand for a poll may be withdrawn before the poll is taken but only with the consent of the person who is chairing the meeting. If the demand for a poll is withdrawn the demand shall not invalidate the result of a show of hands declared before the demand was made

- 4 17 A poll must be taken as the person who is chairing the meeting directs, who may appoint scrutineers (who need not be members) and who may fix the time, date and place for declaring the results of the poll. The result of the poll shall be deemed to be the resolution of the meeting at which the poll is demanded.
- 4 18 A poll demanded on the election of a person to chair a meeting or on a question of adjournment must be taken immediately. A poll taken on any other question must be taken either immediately or at such a time and place as the person who is chairing the meeting, directs.
- 4 19 The poll must be taken within thirty days after it has been demanded. If the poll is not taken immediately, at least seven clear days' notice shall be given specifying time and place at which the poll is to be taken.
- 4 20 If a poll is demanded, the meeting may continue to deal with any other business that may be conducted at the meeting.
- 4 21 In the case of an equality of votes, either on a show of hands or in a poll, the person who is chairing the meeting shall have a second or casting vote, in addition to any other vote he may have.
- 4 22 A resolution in writing signed by each member who would have been entitled to vote upon it had it been proposed at a general meeting shall be effective as a resolution passed at a general meeting. It may comprise several copies each signed by or on behalf of one or more members.
- 4 23 Subject to the prior approval of the Chair, a member may participate in a general meeting by means of such conference, telephone or other communication equipment as permits all persons participating in the meeting to communicate with each other. The Chair shall have the final decision as to the suitability of such equipment. Each member participating in such a meeting by such means shall be deemed to be present at the meeting and shall be counted in the quorum.

## **5. Votes of Members**

- 5 1 Subject to Articles 4 21 and 5 2 every member shall have one vote. On a poll every member present in person or by proxy shall have one vote.
- 5 2 No member shall be entitled to vote at any general meeting or at an adjourned meeting if he or she owes money to the Company in excess of normal business terms.
- 5 3 Any objection to the qualification of any voter must be raised at the meeting at which the vote is tendered and the decision of the person who is chairing the meeting shall be final.
- 5 4 An instrument appointing a proxy shall be in writing executed by or on behalf of the appointor and shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"I/We

of

being a member/members of the above named Company hereby appoint

of

or failing him/her

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the company to be held on 200[ ] and at any adjournment thereof

Signed on 200[ ] "

- 5 5 Where it is desired to afford members an opportunity of instructing the proxy how he shall act the instrument appointing a proxy shall be in the following form (or in a form as near thereto as circumstances allow or in any other form which is usual or which the Directors may approve)

"I/We

of

being a member/members of the above named Company hereby appoint

of

or failing him/her

of

as my/our proxy to vote in my/our name(s) and on my/our behalf at the general meeting of the Company to be held on 200[ ] and at any adjournment thereof

This form is to be used in respect of the resolutions mentioned as follows

Resolution No 1 \*for \*against

Resolution No 2 \*for \*against

\* strike out whichever is not desired

Unless otherwise instructed the proxy may vote as he thinks fit or abstain from voting

Signed this day of 200[ ] "

- 5 6 The instrument appointing a proxy and any other authority under which it is executed or a copy of such authority certified notarily or in some other way approved by the Directors may

5 6 1 be deposited at the registered office or such other place within the United Kingdom as is specified in the notice convening the meeting or in any instrument of proxy sent out by the Company in relation to the meeting not less than 48 hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or

5 6 2 in the case of a poll taken more than 48 hours after it is demanded be delivered at the meeting at which the poll was demanded to the chairman or to the Secretary or to any Director,

and an instrument of proxy which is not deposited or delivered in a manner so permitted shall be invalid

5 7 A vote given or poll demanded by proxy or by the duly authorised representative of a corporation shall be valid notwithstanding the previous determination of the authority of the person voting or demanding a poll unless notice of the determination was received by the Company at the registered office or at such other place at which the instrument of proxy was duly deposited before the commencement of the meeting or adjourned meeting at which the vote is given or the poll demanded or (in the case of a poll taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the poll

## 6. The Board of Directors

6 1 A Director must be a natural person aged 18 years or older. No one may be appointed as Director if he or she would be disqualified from acting under the provisions of Article 8

6 2 The number of the Directors shall be not less than seven nor unless and until otherwise determined by the Company in general meeting, more than fifteen

6 3 The business of the Company shall be managed by the Board, who may exercise all the powers of the Company unless they are subject to any restrictions imposed by the 1985 Act, or 2006 Act, the Memorandum, these Articles or any special resolution

6 4 No alteration of the Memorandum or these Articles or any special resolution shall have retrospective effect to invalidate any prior act of the Directors

6 5 Any meeting of the Directors at which a quorum is present at the time the relevant decision is made, may exercise all the powers exercisable by the Director

6 6 The Board may also delegate to any employee who shall be called the Chief Executive such of their powers as they consider desirable to be exercised by him in order to manage the affairs of the Company. Any such delegations may be made subject to any condition the Board may impose, provided that all acts and proceedings of the Chief Executive are reported back to the Board as soon as possible. The Board retains the right to revoke or alter such delegation at any time

6 7 A Director shall be appointed for a specific period of time, calculated from the Board meeting at which their appointment is approved. Unless agreed otherwise a Director will hold office for a period of three years. He will be eligible to serve for a further period of three years, subject to approval by the Board. He shall not be eligible for any further period of office unless there are exceptional circumstances approved by the Board

- 6 8 The Company may from time to time by ordinary resolution increase or reduce the number of Directors. In addition and without prejudice to the provisions of Section 168 of the 2006 Act, the Company may by Ordinary Resolution remove any Director before the expiration of his period of office notwithstanding anything in these Articles or in any agreement between the Company and such Director.
- 6 9 The Company may by ordinary resolution appoint another person in place of any Director removed from office under the immediately preceding Article and, without prejudice to the powers of the Board, may appoint any person to be a Director either to fill a casual vacancy or as an additional Director.
- 6 10 The Directors must not be paid any remuneration for their office of Director. They shall be paid all reasonable out of pocket expenses incurred by them in carrying out their duties as Directors. The Company may need to use the specialist expertise of its Directors from time to time as examiners, trainers or consultants for example. Payment for these services at usual rates is permitted under these Articles and the Memorandum.

## **7 Rules**

- 7 1 Without prejudice to the generality of the last preceding Article the Board may from time to time (but subject to any contrary direction in general meeting)
- 7 1 1 appoint a Chair who will be a Director and a member of the Company,
- 7 1 2 appoint a Vice Chair from its membership and may delegate to such person such powers and authority and such duties and responsibilities as they shall think fit, and
- 7 1 3 make, adopt, alter and revoke bye-laws for the regulation of the matters specified in the next following sub-clause of this Article and such other matters as the Company may from time to time determine, but in respect only of such matters as shall not under the Act require the passing of a Resolution of the Company in general meeting, and PROVIDED ALWAYS that no bye-law of the Company shall be construed as having the effect of modifying or excluding the operation of any of the provisions for the time being of the Memorandum or Articles.
- 7 2 The Board may make bye-laws from time to time as may be required as to
- 7 2 1 the admission of supporters and the rights and privileges of such persons and the entrance fees, subscriptions and other payments or fees to be made by them,
- 7 2 2 the conduct of members in relation to one another and to the Company's employees and volunteers,
- 7 2 3 the establishment and management of sub-committees, their election and composition and their functions and powers,
- 7 2 4 the admission to Board meetings of other persons,
- 7 2 5 the procedure at general meetings and meetings of the Directors in so far as such procedure is not regulated by the Act or by these articles,

7 2 6 the setting aside of the whole or any parts of the Company's premises at any particular time or times and for any particular purpose or purposes,

7 2 7 generally all such matters as are commonly the subject matter of Company rules

7 3 The Company in general meetings has the power to alter, add to or repeal the rules or bye-laws

7 4 The Directors must adopt such means as they think sufficient to bring the rules and byelaws to the notice of members of the Company

## **8 Disqualification of Directors**

8 1 A Director shall cease to hold office if that Director

8 1 1 ceases to be a Director by virtue of any provision in the Act or is prohibited by law from being a Director,

8 1 2 is disqualified from acting as a Trustee by virtue of section 72 of the Charities Act 1993 (or any statutory re-enactment or modification of that provision),

8 1 3 ceases to be a member of the Company,

8 1 4 becomes incapable by reason of mental disorder, illness or injury of managing and administering his or her own affairs,

8 1 5 resigns his office by notice in writing to the Charity (but only if at least two Directors will remain in office when the notice or resignation is to take effect), or

8 1 6 is directly or indirectly interested in any contract with the Charity and fails to declare the nature of his interest in the manner required by section 317 of the Act, or

8 1 7 shall for more than three consecutive meetings have been absent without permission of the Board and the Board resolve that his position be vacated

## **9. Proceedings of the Board**

9 1 The Board will meet together at least three times a year for the despatch of business, and shall regulate their proceedings as they see fit subject to the provisions of the Articles. It shall not be necessary to give notice of a meeting of the Board to any member of the Board for the time being absent from the United Kingdom

9 2 Any Director may call a meeting of the Directors

9 3 The Secretary must call a meeting of the Directors if requested to do so by a Director

- 9 4 Questions arising at a meeting shall be decided by a majority of votes. In the case of an equality of votes, the person who chairs the meeting shall have a second or casting vote
- 9 5 No decision may be made by a meeting of Directors, unless a quorum is present at the time the decision is purported to be made
- 9 6 The quorum necessary for the transaction of the business may be fixed by the Directors, but this shall never be less than forty (40) per cent of Directors holding office at the time in question, rounded down to the nearest whole number. A Director will not be counted in the quorum present when any decision is made about a matter upon which that Director is not entitled to vote. If the number of Directors is less than the number fixed for the quorum, the continuing Directors may act only for the purpose of filling vacancies or of calling a general meeting
- 9 7 Subject to the prior approval of the Chair, a member may participate in a Board meeting by means of such conference, telephone or other communication equipment as permits all persons participating in the meeting to communicate with each other. The Chair shall have the final decision as to the suitability of such equipment. Each member participating in such a meeting by such means shall be deemed to be present at the meeting and shall be counted in the quorum
- 9 8 The Board may elect a Chair and a Vice Chair of its meetings and determine the period for which he is to hold office, but if no such Chair is elected, or if at any meeting the Chair or Vice Chair is not present within five minutes after the time appointed for holding the same, the Directors may choose one of their number to be Chair of that meeting
- 9 9 The Board may delegate any of its powers to sub-committees consisting of such members of their body as they think fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed upon it by the Board and shall, in respect of each of its meetings, deposit with the Secretary for the time being to the Board, within such time as the Board shall consider reasonably practicable, a copy of the minutes of that meeting and a copy of any agenda or other document laid before the meeting
- 9 10 The Board shall retain the powers to revoke or alter at any time any delegation of its powers to any sub-committee or Director
- 9 11 All acts done by any meeting of the Board or of a sub-committee of the Board or by any person acting as Director shall, notwithstanding that it be afterwards discovered that there was some defect in the appointment of any such member of the Board or person acting as aforesaid, be as valid as if every such person had been duly appointed and was qualified to be Director
- 9 12 A resolution in writing signed by all the Directors for the time being entitled to receive notice of a meeting of the Board shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and held and may consist of several documents in the like form each signed by one or more of the Directors
- 9 13 A Director must absent himself or herself from any discussions of the Directors in which it is possible that a conflict of interest will arise between his or her duty to act solely in the interests of the Company and any personal interest (including but not limited to any personal financial interest)

- 9 14 All acts done by a meeting of Directors or of a committee of Directors shall be valid notwithstanding the participation in any vote of a Director,
- 9 14 1 who was disqualified from holding office,
- 9 14 2 who had previously retired or who had been obliged by the constitution to vacate office,
- 9 14 3 who was not entitled to vote on the matter whether by reason of conflict of interest or otherwise,
- 9 14 4 if without
- 9 14 5 the vote of that Director, and
- 9 14 6 that Director not being counted in the quorum,
- 9 14 7 the decision has been made by a majority of Directors at a quorate meeting
- 9 15 Article 9 13 does not permit any Director to keep any benefit that may be conferred upon him or her by a resolution of the Directors or of a committee of Directors if, but for Article 9 13 the resolution would have been void or if the Director has not complied with Article 9 14
- 9 16 The Chief Executive has the right to attend and speak at any meetings of the Board, but must absent him/herself from any part of any meeting where his/her employment is discussed

## 10. Minutes

The Directors must keep minutes of all appointments of officers made by the Directors, proceedings at meetings of the Company, meetings of Directors and committees of Directors including the names of Directors present at the meeting, the decisions made at the meeting and where appropriate the reasons for the decisions

## 11. Notices

- 11 1 Any notice to be given to or by any person pursuant to the Articles must be in writing or must be given using electronic communications
- 11 2 A notice may be given by the Company to any member either personally or by sending it by post to him or to his/her registered address, or (if s/he has no registered address within the United Kingdom) to the address, if any, within the United Kingdom supplied by him/her to the Company for the giving of notice to him Where a notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting at the expiration of forty eight hours after the letter containing the same is posted, and in any other case at the time at which the letter would be delivered in the ordinary course of post
- 11 3 Notices of every general meeting shall be given in any manner hereinbefore authorised to



1131 every member except those members who (having no registered address within the United Kingdom) have not supplied to the Company an address within the United Kingdom for the giving of notices to them,

1132 every person being a legal personal representative or a trustee in bankruptcy to receive notice of the meeting, and

1133 the Auditor for the time being of the Company

114 No other person shall be entitled to receive notices of general meetings

## **12 Indemnity**

121 Subject to the provisions of the Act but without prejudice to any indemnity to which a Director of the Company may otherwise be entitled, every director shall be indemnified out of the assets of the Company against any liability incurred by him/her in defending any proceedings, whether civil or criminal, in which judgement was given in his/her favour or in which s/he is acquitted or in connection with any application which relief is granted to him/her by the court from liability for negligence, default, breach of duty or breach of trust in relation to the affairs of the Company, and against all costs, charges, losses, expenses or liabilities incurred by him in the execution and discharges of his duties or in relation thereto PROVIDED that this article shall not apply in relation to costs which a Director is ordered to pay or of which s/he is deprived

122 The members of the Board shall have the power to purchase and maintain for any members of the Board such insurance as is permitted by clause 511 of the Memorandum

## **13. Secretary**

131 Subject to Section 13 of the 1985 Act, the Secretary shall be appointed by the Board for such term and upon such conditions as they may think fit, and any Secretary so appointed may be removed by them. The Board may in like manner appoint an assistant or deputy Secretary and any person so appointed may act in place of the Secretary if there be no Secretary or no Secretary capable of acting

132 A provision of the 1985 Act or 2006 Act or these Articles requiring or authorising a thing to be done by or to a Director and the Secretary shall not be satisfied by its being done by or to the same person acting both as Director and as, or in the place of, the Secretary

## **14. Dissolution**

Clauses 6 and 9 of the Memorandum of Association of the Charity relating to the winding up and dissolution of the Charity shall have effect as if the provisions thereof were repeated in these Articles

## **15. Accounts**

- 15 1 The Directors must prepare for each financial year accounts as required by section 226 (or, if applicable, section 227) of the 1985 Act. The accounts must be prepared to show a true and fair view and follow accounting standards issued or adopted by the Accounting Standards Board or its successors and adhere to the recommendations of applicable Statements of Recommended Practice
- 15 2 The Directors must keep accounting records as required by sections 221 and 222 of the 1985 Act

Name and Address of Subscribers

Craig Crowley – Company Secretary  
c/o Action Deafness  
135 Welford Road  
Leicester LE2 6BE

*Craig Crowley* Date 16/9/08

Graham Smith  
Home address

*Graham Smith* Date 16.09.08  
4 Airedale Close, LE10, LE11, LE17 5JA

David Mumford  
Home address

*David Mumford* Date 16.9.08  
28 main St  
Cossington LE7 4UU.

~~Nicky Rennie~~  
Home address

~~Date~~

*WJ*

Peter Carr  
Home address

*P. Carr* Date 16/9/08  
SWALLOWCROFT 36, RATCHEFF ROAD, LEICESTER, LE2 3TD.  
4- Bury  
20 BORDER DRIVE  
LEICESTER. LE4 2JA Date 16-09-08

Walter Burleigh  
Home address

Colin Henson  
Home address  
25 HENS CLOSE  
MILTON MOWBRAY  
LEICESTER SHIRE  
LE13 1LR  
Witness to the above signatures

*Colin Henson*

Date 6/9/08

*Russell James*

PETER SKILSTON  
16 9. 08  
16/9/08

Russell James

Date: 16/9/08

*WJ*

Wendy Sky

Home Address:

*Wendy Sky*  
116 VALENCE RD  
LEICESTER  
LE3 1AS

WITNESSES ADDRESSES

PETER SKILSTON 331 BLOSSUMFIELD ROAD SOLIHULL B91 1TE  
RUSSELL JAMES 27 Newark Lane, Ripley, Surrey GU23 6BS



Companies House

— for the record —

3  
12

Please complete in typescript,  
or in bold black capitals.

CHFP000

# Declaration on application for registration

ACTION DRAFTING

Company Name in full

~~CRAIG ANDRON CROWLEY~~  
~~135 WOLFEN ROAD ACTION DRAFTING~~

I,

CRAIG ANDRON CROWLEY

of

135 WOLFEN ROAD LILCOTEN

† Please delete as appropriate

do solemnly and sincerely declare that I am a † [Solicitor engaged in the formation of the company][person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

*Craig Andron Crowley*

Declared at

LILCOTEN.

Day Month Year

On

17 09 2008.

● Please print name

before me ●

IAIN JONES.

Signed

*Iain Jones*

Date

17<sup>th</sup> September 2008 ✓

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

**Jones & Duffin Solicitors LLP**

142 NARBOROUGH ROAD

LEICESTER LE3 0BT

Partnership No OC318194

List of Members Available

From Registered Office Above

DX number

DX exchange

Companies House receipt date barcode

This form has been provided free of charge  
by Companies House

10/03

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

DX 235 Edinburgh

for companies registered in Scotland

or LP - 4 Edinburgh 2

Please complete in typescript,  
or in bold black capitals.

CHWP000

**Declaration on application for registration of a company  
exempt from the requirement to use the word "limited" or  
"cyfyngedig"**

**Company Name in full**

ACTION DYNAMICS

I,

CRAIG ANDREW CRAWLEY

of

135, WOLFEND ROAD COLCESTER

a [Solicitor engaged in the formation of the company] [person named as  
director or secretary of the company in the statement delivered under  
section 10 of the Companies Act 1985]†do solemnly and sincerely declare  
that the company complies with the requirements of section 30(3) of the  
Companies Act 1985

† Please delete as appropriate

And I make this solemn Declaration conscientiously believing the same to  
be true and by virtue of the Statutory Declarations Act 1835

**Declarant's signature**

*Crawley*

Declared at

Leicester

Day Month Year

on

03 09 2008

● Please print name

before me ●

IAN JONES

**Signed**

*Ian Jones*

**Date**

3 09.08.

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

Please give the name, address,  
telephone number and, if available,  
a DX number and Exchange of  
the person Companies House should  
contact if there is any query

Jones & Duffin Solicitors LLP		✓
142 Narborough Road Leicester LE3 0BT		
Partnership No OC318124	Tel 0116 222 1555	
List of Members Available		
From Registered Office Above		
DX number 3055	DX exchange 1603502 7	

When you have completed and signed the form please send it to the  
Registrar of Companies at  
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

THURSDAY



A20

04/09/2008

109

COMPANIES HOUSE



**Companies House**

*for the record*

②10

**Please complete in typescript,  
or in bold black capitals.**

**CHWP000**

Notes on completion appear on final page

**First directors and secretary and intended situation of  
registered office**

**Company Name in full**

ACTION DEAFNESS

**Proposed Registered Office**

135 WELFORD ROAD

(PO Box numbers only, are not acceptable)

Post town

LEICESTER

County / Region

LEICESTERSHIRE

Postcode

LE2 6BE

If the memorandum is delivered by an agent  
for the subscriber(s) of the memorandum  
mark the box opposite and give the agent's  
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact  
information in the box opposite but if  
you do, it will help Companies House  
to contact you if there is a query on  
the form. The contact information  
that you give will be visible to  
searchers of the public record

Tel

DX number

DX exchange

Companies House receipt date barcode  
**This form has been provided free of charge  
by Companies House**

When you have completed and signed the form please send it to the  
Registrar of Companies at  
Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff  
for companies registered in England and Wales  
or

**Company Secretary** (see notes 1-5)

Company name

ACTION DEAFNESS

NAME

\*Style / Title

MR

\*Honours etc

MBE

\* Voluntary details

Forename(s)

CRAIG ANDREW

Surname

CROWLEY

Previous forename(s)

—

Previous surname(s)

—

Address ††

135 WELFORD ROAD

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address



Post town

LEICESTER

County / Region

LEICESTERSHIRE

Postcode

LE2 6BE

Country

UNITED KINGDOM

I consent to act as secretary of the company named on page 1

Consent signature



Date

18/08/08

**Directors** (see notes 1-5)

Please list directors in alphabetical order

NAME

\*Style / Title

\*Honours etc

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address ††

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address In the case of a corporation or Scottish firm, give the registered or principal office address



Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

Nationality

Business occupation

Other directorships

I consent to act as director of the company named on page 1



## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

MR

\*Honours etc

DL

Forename(s)

PETER ARTHUR

Surname

CARR

Previous forename(s)

Previous surname(s)

Address ††

SWALLOWCROFT

36, RATCLIFFE ROAD

Post town

LEICESTER

County / Region

LEICESTERSHIRE

Postcode

LE2 3TD

Country

ENGLAND

Day Month Year

Date of birth

1905/1937

Nationality

BRITISH

Business occupation

TEXTILE YARN AGENT

Other directorships

SAHREN P. MEG LTD

I consent to act as director of the company named on page 1

Consent signature

P. A. Carr

Date

1-7-08



This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

[Signature]

Date

3/9/08

Signed

[Signature]

Date

03/09/08

Signed

[Signature]

Date

Signed

[Signature]

Date

Signed

[Signature]

Date

Signed

[Signature]

Date

Signed

[Signature]

Date



## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

MR

\*Honours etc

Forename(s)

GRAHAM

Surname

SMITH

Previous forename(s)

Previous surname(s)

Address ††

ELSDON HOUSE,

Airedale Close,

Post town

LEIRE, LUTTERWORTH,

County / Region

LEICESTERSHIRE

Postcode

LE17 5JA

Country

U.K.

Day Month Year

Date of birth

29 07 1955

Nationality

BRITISH

Business occupation

CHARTERED CERTIFIED ACCOUNTANT

Other directorships

NEW WALK PROPERTIES LIMITED

I consent to act as director of the company named on page 1

Consent signature

Graham Smith

Date

19/08/08



This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

Graham Smith

Date

19/08/08

Signed

[Signature]

Date

3/09/08

Signed

CAlewley

Date

03/09/08

Signed

Date

Signed

Date

Signed

Date

Signed

Date





## Directors (see notes 1-5)

Please list directors in alphabetical order

\* Voluntary details

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

NAME \*Style / Title

Mr. \*Honours etc

Forename(s)

Colin

Surname

HANSON

Previous forename(s)

Previous surname(s)

Address ††

2. BURNS CLOSE

MILTON MOWBRAY

Post town

County / Region

LEICESTERSHIRE

Postcode

LE13 1LR

Country

Day Month Year

Date of birth

02 10 1938

Nationality

ENGLISH

Business occupation

MANAGING DIRECTOR

Other directorships

I consent to act as director of the company named on page 1

Consent signature

*Colin Hanson*

Date

17-06-2008



This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed

*Colin Hanson*

Date

03/09/08

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date

Signed

Date



## Directors (see notes 1-5)

Please list directors in alphabetical order

<b>NAME</b>	<b>*Style / Title</b>	<input type="text" value="MR."/>		<b>*Honours etc</b>	<input type="text" value="MBE JP"/>	
<b>* Voluntary details</b>	<b>Forename(s)</b>	<input type="text" value="DAVID OWEN"/>				
	<b>Surname</b>	<input type="text" value="MUMFORD"/>				
	<b>Previous forename(s)</b>	<input type="text"/>				
	<b>Previous surname(s)</b>	<input type="text"/>				
<b>†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address</b>	<b>Address ††</b>	<input type="checkbox"/>				
		<input type="text" value="28 MAIN STREET"/>				
		<input type="text" value="COSSINGTON"/>				
	<b>Post town</b>	<input type="text" value="LEICESTER"/>				
	<b>County / Region</b>	<input type="text" value="LEICESTERSHIRE"/>	<b>Postcode</b>	<input type="text" value="LE7 4UU"/>		
	<b>Country</b>	<input type="text"/>				
	<b>Date of birth</b>	<input type="text" value="28"/>	<input type="text" value="10"/>	<input type="text" value="1944"/>	<b>Nationality</b>	<input type="text" value="BRITISH"/>
	<b>Business occupation</b>	<input type="text" value="Retired"/>				
	<b>Other directorships</b>	<input type="text"/>				
		<input type="text"/>				
	I consent to act as director of the company named on page 1					
	<b>Consent signature</b>	<input type="text" value="David Owen"/>			<b>Date</b>	<input type="text" value="16/06/08"/>



This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

<b>Signed</b>	<input type="text" value="David Owen"/>	<b>Date</b>	<input type="text" value="16/06/08"/>
<b>Signed</b>	<input type="text" value="David Owen"/>	<b>Date</b>	<input type="text" value="3/09/08"/>
<b>Signed</b>	<input type="text" value="David Owen"/>	<b>Date</b>	<input type="text" value="03/09/08"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>
<b>Signed</b>	<input type="text"/>	<b>Date</b>	<input type="text"/>



## Directors (see notes 1-5)

Please list directors in alphabetical order

NAME \*Style / Title

MISS

\*Honours etc

\* Voluntary details

Forename(s)

WENDY PATRICIA

Surname

SL-1

Previous forename(s)

Previous surname(s)

Address ††

116 VALENCE ROAD

Post town

LEICESTER

County / Region

LEICESTERSHIRE

Postcode

LE3 1AS

Country

Day Month Year

Date of birth

22 08 1955

Nationality

BRITISH

Business occupation

FINANCE CLERK

Other directorships

I consent to act as director of the company named on page 1

Consent signature

W Sly

Date

14-06-08

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

Signed

W Sly

Date

14-06-08

Signed

[Signature]

Date

3-08-08

Signed

[Signature]

Date

03/09/08

Signed

[Signature]

Date

Signed

[Signature]

Date

Signed

[Signature]

Date

Signed

[Signature]

Date

<b>NAME</b>	<b>*Style / Title</b>	REV D		<b>*Honours etc</b>				
<b>* Voluntary details</b>	<b>Forename(s)</b>	WALTER COLERIDGE						
	<b>Surname</b>	BURLEIGH						
	<b>Previous forename(s)</b>	NONE						
	<b>Previous surname(s)</b>	NONE						
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address.	<b>Address ††</b>	20 BORDER DRIVE						
		LEICESTER						
	<b>Post town</b>	LEICESTERSHIRE						
	<b>County / Region</b>		<b>Postcode</b>	LE4 2JH				
	<b>Country</b>	ENGLAND						
	<b>Date of birth</b>	Day	Month	Year	<b>Nationality</b>			
		01	09	18	11	19	41	BRITISH
	<b>Business occupation</b>	ASSISTANT PRIEST						
	<b>Other directorships</b>	NONE						

I consent to act as director of the company named on page 1

**\* Consent signature** *Rev W.C. Burleigh* **Date** 8-07-2008

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e those who signed as members on the memorandum of association).

**Signed**

*[Signature]*

**Date**

3.09-08

**Signed**

*W.C. Burleigh*

**Date**

03/09/08

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**

**Signed**

**Date**